UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended

March 31, 2011

Commission File No. 1-12984

EAGLE MATERIALS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

75-2520779

(I.R.S. Employer Identification No.)

3811 Turtle Creek Blvd, Suite 1100, Dallas, Texas 75219

(Address of principal executive offices)

(214) 432-2000

(Registrant s telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock (par value $.01 per share)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES x NO ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES ¨ NO x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

x Large accelerated filer	¨ Accelerated filer
¨ Non-accelerated filer (Do not check if a smaller reporting company)	¨ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES ¨ NO x

The aggregate market value of the voting stock held by nonaffiliates of the Company at September 30, 2010 (the last business day of the registrants most recently completed second fiscal quarter) was approximately $998.1 million.

As of May 23, 2011, the number of outstanding shares of common stock was:

Class	Outstanding Shares
Common Stock, $.01 Par Value	44,491,938

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Meeting of Stockholders of Eagle Materials Inc. to be held on August 4, 2011 are incorporated by reference in Part III of this Report.

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PART I

ITEM 1. BUSINESS
OVERVIEW

Eagle Materials Inc. (the Company or EXP which may be referred to as we , our or us) was founded in 1963 as a building materials subsidiar Centex Corporation (Centex), and we operated as a public company under the name Centex Construction Products, Inc. from April 1994 to January 30, 2004, at which time Centex completed a tax free distribution of its shares in EXP to its shareholders (the Spin-off). Since the date of the Spin-off, we have no longer been affiliated with Centex. Our primary businesses are the manufacture and distribution of gypsum wallboard and the manufacture and sale of cement. Gypsum wallboard is distributed throughout the U.S. with particular emphasis in the geographic markets nearest to our production facilities. We sell cement in four regional markets, including northern Nevada and California, the greater Chicago area, the Rocky Mountain region and Texas. Our gypsum wallboard business is supported by our recycled paperboard business, while our cement business is supported by our concrete and aggregates business. At March 31, 2011, we operated four cement plants (six kilns, one of which belongs to our joint venture company), four gypsum wallboard plants (five board lines), one recycled paperboard plant, nine concrete batching plants and two aggregates facilities. We have one gypsum wallboard plant, with one board line, which was temporarily idled beginning in December 2009, due to low demand.

Our products are commodities that are essential in the construction and renovation of houses, roads, bridges, commercial and industrial buildings and other, newer generation structures like wind farms. Demand for these products is generally cyclical and seasonal, depending on economic and geographic conditions. Our operations are geographically diverse, which subject us to the economic conditions in each such geographic market as well as the national construction market. General economic downturns or localized downturns in the regions where we have operations could have a material adverse effect on our business, financial condition and results of operations. Our gypsum wallboard and paperboard operations are more national in scope and shipments are made throughout the continental U.S., except for the northeast, and therefore are more impacted by national downturns. The markets of our cement companies are more regional due to the low value-to-weight ratio of cement, which generally limits shipments to a 150 mile radius of the plants by truck and up to 300 miles by rail. Concrete and aggregates are primarily local businesses that serve the areas immediately surrounding Austin, Texas and north of Sacramento, California. Cement, concrete and aggregates demand may fluctuate more widely than gypsum wallboard because local and regional markets and economies may be more sensitive to changes than the national market, as well as increased seasonal impact due to adverse weather.

While each of our segments has been impacted by the economic downturn, the impact has been different for each segment. Cement consumption in the United States remained relatively flat at 77.6 million short tons in calendar 2010 as compared to 77.8 million short tons in calendar 2009, with imports also remaining flat at 10% of total sales in calendar 2010, which is consistent with calendar 2009.

Gypsum wallboard has been negatively impacted by the decrease in new home starts throughout the United States, as well as the decline in commercial construction. Utilization of our gypsum wallboard manufacturing facilities was approximately 50% during fiscal year 2011, which also adversely impacted our recycled paperboard business. Recycled paperboard division earnings declined due to the decrease in sales of higher margin gypsum paper, coupled with the increase in the cost of recycled fiber and fiber freight. While we expect the residential housing market to improve slightly in fiscal 2012, we do not expect this improvement to materially increase industry utilization.

Our goal, through relentless and disciplined continuous improvement, is to be the lowest cost producer in each of the markets in which we compete. As such, we will continue to focus on reducing costs and improving our operations, recognizing that being the lowest cost producer is a key to our success. We will also continue to focus on expansion through acquisition or expansion of existing facilities that provide an appropriate return on investment and increased profitability for our shareholders.

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INDUSTRY SEGMENT INFORMATION

While our businesses are separated into four segments, these four segments are generally related to two businesses, and are therefore discussed as follows: Cement and Concrete and Aggregates, and Gypsum Wallboard and Recycled Paperboard. A description of these business segments can be found on pages 2-12.

We conduct one of our four cement plant operations through a joint venture, Texas Lehigh Cement Company LP, which is located in Buda, Texas. We own a 50% interest in the joint venture and account for our interest using the equity method of accounting. However, for segment reporting purposes, we proportionately consolidate our 50% share of the cement joint venture s revenues and operating earnings, which is consistent with the way management organizes the segments within the Company for making operating decisions and assessing performance. Revenues from external customers, operating earnings, identifiable assets, depreciation, depletion and amortization, and capital expenditures by segment are presented in Note (F) of the Notes to the Consolidated Financial Statements on pages 48-51.

CEMENT, CONCRETE AND AGGREGATES OPERATIONS

Company Operations

Cement. Our cement production facilities are located in or near Buda, Texas; LaSalle, Illinois; Laramie, Wyoming; and Fernley, Nevada. The LaSalle, Illinois, Laramie, Wyoming and Fernley, Nevada facilities are wholly-owned. The Buda, Texas plant is owned by Texas Lehigh Cement Company LP, a limited partnership joint venture owned 50% by us and 50% by Lehigh Cement Company LLC, a subsidiary of Heidelberg Cement AG. Our LaSalle, Illinois plant operates under the name of Illinois Cement Company; the Laramie, Wyoming plant operates under the name of Mountain Cement Company and the Fernley, Nevada plant operates under the name of Nevada Cement Company. During fiscal 2011, we withdrew our expansion permit and no longer plan to expand the Nevada cement plant.

Cement is the basic binding agent for concrete, a primary construction material. Our modern cement plants utilize dry process technology and at present approximately 85% of our clinker capacity is from preheater or preheater/pre-calciner kilns. The following table sets forth certain information regarding these plants:

Location	Rated Annual Clinker Capacity (M short tons)[1]	Manufacturing Process	Number of Kilns	Kiln Dedication Date	Estimated Minimum Limestone Reserves (Years)
Buda, TX[2]	1,300	Dry 4 Stage Preheater/ Pre-calciner	1	1983	50+[5]
LaSalle, IL	1,000	Dry 5 Stage Preheater/ Pre-calciner	1	2006	33[5]
Laramie, WY	650	Dry 2 Stage Preheater	1	1988	50+[6]
		Dry Long Dry Kiln	1	1996	
Fernley, NV	505	Dry Long Dry Kiln Dry 1 Stage Preheater	1 1	1964 1969	50+[6]
Total Gross[3]	3,455				
Total Net[3][4]	2,805				

(1) One short ton equals 2,000 pounds.
(2) The amount shown represents 100% of plant capacity and production. This plant is owned by a separate limited partnership in which the Company has a 50% interest.
(3) Generally, a plant s cement grinding production capacity is greater than its clinker production capacity.
(4) Net of partner s 50% interest in the Buda, Texas plant.
(5) Owned reserves.
(6) Includes both owned and leased reserves.

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Our net cement production, including our 50% share of the cement Joint Venture production, totaled 2.3 million tons in fiscal 2011 and 2.4 million tons in fiscal 2010. Total net cement sales, including our 50% share of cement sales from the Joint Venture, were 2.5 million tons in both fiscal 2011 and fiscal 2010. The Joint Venture also owns a minority interest in an import terminal in Houston, Texas and can purchase up to 495,000 short tons annually from the cement terminal.

Concrete and Aggregates. Readymix concrete is a versatile, low-cost building material used in almost all construction. The production of readymix concrete involves the mixing of cement, sand, gravel, or crushed stone and water to form concrete, which is then sold and distributed to numerous construction contractors. Concrete is produced in batch plants and transported to the customer s job site in mixer trucks.

The construction aggregates business consists of the mining, extraction, production and sale of crushed stone, sand, gravel and lightweight aggregates such as expanded clays and shales. Construction aggregates of suitable characteristics are employed in virtually all types of construction, including the production of readymix concrete and asphaltic mixes used in highway construction and maintenance.

We produce and distribute readymix concrete from company-owned sites north of Sacramento, California and in Austin, Texas. The following table sets forth certain information regarding these operations:

Location	Number of Plants	Number of Trucks
Northern California	3	42
Austin, Texas	6	83
Total	9	125

We conduct aggregate operations near our concrete facilities in northern California and Austin, Texas. Aggregates are obtained principally by mining and extracting from quarries owned or leased by the Company. The following table sets forth certain information regarding these operations:

Location	Types of Aggregates	Estimated Annual Production Capacity (Thousand tons)	Estimated Minimum Reserves (Years)
Northern California	Sand and Gravel	4,000	100+[(1)]
Austin, Texas	Limestone	3,000	50+[(2)]
Total		7,000	

(1) Owned reserves through various subsidiaries.
(2) Leased reserves.

Our total net aggregate sales were 2.6 million tons in fiscal 2011 and 2.3 million tons in fiscal 2010. Total aggregates production was 2.7 million tons for both fiscal 2011 and fiscal 2010. A portion of our total aggregates production is used internally by our readymix concrete operations, both in Texas and California.

Raw Materials and Fuel Supplies

Cement. The principal raw material used in the production of portland cement is calcium carbonate in the form of limestone. Limestone is obtained principally through mining and extraction operations conducted at quarries that we own or lease and are located in close proximity to our plants. We believe that the estimated recoverable limestone reserves owned or leased by us will permit each of our plants to operate at our present production capacity for at least 30 years. Other raw materials used in substantially smaller quantities than limestone are sand, clay, iron ore and gypsum. These materials are readily available and can either be obtained from Company-owned or leased reserves or purchased from outside suppliers. All of the limestone reserves are deemed to be probable under the definition provided by Industry Guide 7.

Coal and petroleum coke are the primary fuels used in our cement plants, but the plants are equipped to burn natural gas as an alternative. The cost of delivered coal and petroleum coke rose in fiscal 2011 as compared to fiscal 2010. We have not used hazardous waste-derived fuels in any of our plants. Electric power is also a major cost component in our manufacturing process and we have sought to diminish overall power costs by

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adopting interruptible power supply agreements at certain locations. These agreements may expose us to some production interruptions during periods of power curtailment.

Concrete and Aggregates. We supply from our manufactured cement facilities approximately 100% and 50% of the cement requirements for our Austin and northern California concrete operations, respectively. We supply approximately 16% and 86%, respectively, of our aggregates requirements for our Austin and northern California concrete operations. We obtain the balance of our cement and aggregates requirements from multiple sources in each of these areas.

We mine and extract limestone, sand and gravel, the principal raw materials used in the production of aggregates, from quarries owned or leased by us and located near our plants. The northern California quarry is estimated to contain over one billion tons of sand and gravel reserves. The Austin, Texas quarry is covered by a lease which expires in 2060. Based on its current production capacity, we estimate our northern California and Austin, Texas quarries contain over 100 years and approximately 50 years of reserves, respectively.

Sales and Distribution

Cement. The principal sources of demand for cement are infrastructure, commercial construction and residential construction, with public works contracts comprising over 50% of total demand. Cement consumption has steadily declined since its peak in 2005, with a decline of 11% during calendar 2010 from calendar 2009. This decline is due to the general economic condition of the construction economy as well as the poor condition of state and municipal budgets. Additionally, demand for cement is seasonal, particularly in northern states where inclement winter weather often affects construction activity. Cement sales are generally greater from spring through the middle of autumn than during the remainder of the year. The impact to our business of regional construction cycles may be mitigated to some degree by our geographic diversification.

The following table sets forth certain information regarding the geographic areas served by each of our cement plants and the location of our distribution terminals in each area. We have a total of 11 cement storage and distribution terminals that are strategically located to extend the sales areas of our plants.

Plant Location	Principal Geographic Areas	Distribution Terminals
Buda, Texas	Texas and western Louisiana	Corpus Christi, Texas Houston, Texas Roanoke (Ft. Worth), Texas Waco, Texas Houston Cement Company (Joint Venture), Houston, Texas
LaSalle, Illinois	Illinois and southern Wisconsin	Hartland, Wisconsin
Laramie, Wyoming	Wyoming, Utah, Colorado and western Nebraska	Salt Lake City, Utah Denver, Colorado North Platte, Nebraska
Fernley, Nevada	Northern Nevada and northern California	Sacramento, California

Cement is distributed directly to our customers mostly through customer pickups or by common carriers from plants or distribution terminals. We transport cement principally by rail to our storage and distribution terminals, and no single customer accounted for 10% or more of our cement segment sales during fiscal 2011. Sales are made on the basis of competitive prices in each market and, as is customary in the industry, we do not typically enter into long-term sales contracts.

The cement industry is extremely competitive as a result of multiple domestic suppliers and the importation of foreign cement through various terminal operations. Approximately 85% of the U.S. cement industry is owned by foreign international companies. Competition among producers and suppliers of cement is

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based primarily on price, with consistency of quality and service to customers being important but of lesser significance. Price competition among individual producers and suppliers of cement within a geographic area is intense because of the fungible nature of the product. Because of cement s low value-to-weight ratio, the relative cost of transporting cement on land is high and limits the geographic area in which each company can market its products profitably; therefore, the U.S. cement industry is fragmented into regional geographic areas rather than a single national selling area. No single cement company has a distribution of plants extensive enough to serve all geographic areas, so profitability is sensitive to shifts in the balance between regional supply and demand.

Cement imports into the U.S. occur primarily to supplement domestic cement production or to supply a particular region. Cement is typically imported into deep water ports or transported on the Mississippi River system near major population centers to take advantage of lower waterborne freight costs versus higher truck and rail transportation costs that U.S. based manufacturers incur to deliver into the same areas.

The Portland Cement Association estimates that imports represented approximately 8% of cement used in the U.S. during calendar 2010 as compared with approximately 10% in 2009 and 12% in 2008. Based on the normal distribution of cement into the market, we believe that approximately 5% of the total consumption will consistently be served by imported cement.

Concrete and Aggregates. Demand for readymix concrete and aggregates largely depend on local levels of construction activity. Construction activity is also subject to weather conditions, the availability of financing at reasonable rates and overall fluctuations in local economies, and therefore tends to be cyclical. We sell readymix concrete to numerous contractors and other customers in each plant s selling area. Our batch plants in Austin and northern California are strategically located to serve each selling area. Concrete is delivered from the batch plants by company-owned trucks.

We sell aggregates to building contractors and other customers engaged in a wide variety of construction activities. Aggregates are delivered from our aggregate plants by common carriers and customer pick-up. None of our customers accounted for 10% of our segment revenues during fiscal 2011. We are continuing our efforts to secure a rail link from our principal aggregates deposit north of Sacramento, California to supply extended markets in northern California.

Both the concrete and aggregates industries are highly fragmented, with numerous participants operating in each local area. Because the cost of transporting concrete and aggregates is very high relative to product values, producers of concrete and aggregates typically can profitably sell their products only in areas within 50 miles of their production facilities. Barriers to entry in each industry are low, except with respect to environmental permitting requirements for new aggregates production facilities and zoning of land to permit mining and extraction of aggregates.

Environmental Matters

Cement. Our cement operations are subject to numerous federal, state and local laws and regulations pertaining to health, safety and the environment. Some of these laws, such as the federal Clean Air Act and the federal Clean Water Act (and analogous state laws) impose environmental permitting requirements and govern the nature and amount of emissions that may be generated when conducting particular operations. Some laws, such as the federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) (and analogous state laws) impose obligations to clean up or remediate spills of hazardous materials into the environment. Other laws require us to reclaim certain land upon completion of extraction and mining operations in our quarries. We believe that we have obtained all the material environmental permits that are necessary to conduct our operations. We further believe that we are conducting our operations in substantial compliance with these permits. In addition, none of our manufacturing sites is listed as a CERCLA Superfund site.

Four environmental issues involving the cement manufacturing industry deserve special mention. The first issue involves cement kiln dust or CKD. The federal Environmental Protection Agency (EPA) has been evaluating the regulatory status of CKD under the Resource Conservation and Recovery Act (RCRA) for a number of years. In 1999, the EPA proposed a rule that would allow states to regulate properly-managed CKD as a non-hazardous waste under state laws and regulations governing solid waste. In contrast, CKD that was not properly managed would be treated as a hazardous waste under RCRA. In 2002, the EPA confirmed its intention to continue to exempt properly-managed CKD from the hazardous waste requirements of RCRA. The agency announced that it would collect additional data over the next three to five years to determine if the states regulation of CKD is effective. In May 2009, the EPA indicated that it continues to consider an approach whereby it would finalize its 1999 proposal to exempt properly-managed CKD wastes and establish protective CKD management standards; however, as of May 2011 the EPA has reported that it continues to consider comments received and is uncertain when its proposal will be finalized.

Currently, substantially all CKD produced in connection with our ongoing operations is recycled, and therefore such CKD is not viewed as a waste under RCRA. However, CKD was historically collected and stored on-site at our Illinois, Nevada and Wyoming cement plants and at a former plant site in Corpus Christi, Texas, which is no longer in operation. If either the EPA or the states decide to impose management standards on this CKD at some point in the future, we could incur additional costs to comply with those requirements with respect to our historically collected CKD. CKD that comes in contact with water might produce a leachate with an alkalinity high enough to be classified as hazardous and might also leach certain hazardous trace metals therein.

A second industry environmental issue involves the historical disposal of refractory brick containing chromium. Such refractory brick was formerly used widely in the cement industry to line cement kilns. We currently do not use refractory brick containing chromium, and we crush spent refractory brick which is then used as raw feed in the kiln.

A third industry environmental issue involves the potential regulation of our emission of Greenhouse Gases (GHGs), including carbon dioxide. The consequences of GHG emission reduction regulations for our cement operations will likely be significant because (1) the cement manufacturing process requires the combustion of large amounts of fuel to generate very high kiln temperatures, and (2) the production of carbon dioxide is a byproduct of the calcination process, whereby carbon dioxide is removed from calcium carbonate to produce calcium oxide.

In the absence of comprehensive federal legislation regulating emissions of GHGs, the EPA has taken steps that would result in the regulation of GHGs as pollutants under the Clean Air Act. On September 22, 2009, the EPA issued a Mandatory Reporting of Greenhouse Gases final rule, which took effect December 29, 2009. This rule establishes a new comprehensive scheme requiring operators of stationary sources in the United States emitting more than established annual thresholds of GHGs to inventory and report their GHG emissions annually on a facility-by-facility basis. In addition, on December 15, 2009, the EPA published a final rule finding that current and projected concentrations of six key GHGs in the atmosphere threaten public health and welfare. This rule, according to EPA, will trigger construction and operating permit requirements for large stationary sources, including cement plants. In a final rule issued on May 13, 2010, known as EPA s Tailoring Rule, any modification or expansion of our existing plants (or construction of a new plant) after January 1, 2011 that triggers New Source Review (NSR) requirements for non-GHG emissions will also trigger NSR for GHG if our proposed GHG emissions exceed 75,000 tons per year. This would require the installation of controls on those GHG emissions. Effective July 1, 2011, any modification or expansion of our existing plants (or constructing a new plant) that results in an increase of our GHG emissions in excess of 100,000 tons per year will require NSR and the implementation of control requirements even if NSR is not triggered for any other pollutant. These limitations on emissions of GHGs from our equipment or operations could require us to incur costs to reduce such emissions and could ultimately affect our operations and our ability to obtain air permits for new or modified facilities.

Several states have also taken measures to reduce emissions of GHGs, primarily through the planned development of GHG inventories or registries or regional GHG cap and trade programs. Many states have also joined together to form regional initiatives, which include the Regional Greenhouse Gas Initiative in the northeast, the Western Regional Climate Action Initiative and the Midwestern Greenhouse Gas Accord.

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It is not possible at this time to predict how any future legislation that may be enacted or regulations that may be adopted to address GHG emissions would impact our business. However, any imposition of raw materials or production limitations, fuel-use or carbon taxes, or emission limitations or reductions could have a significant impact on the cement manufacturing industry and a material adverse effect on us and our results of operations.

The fourth industry environmental issue is that the EPA has promulgated final regulations for certain Hazardous Air Pollutants (HAPs) for portland cement manufacturing. For specific HAPs, the final rule requires cement plants to meet certain emission and operating standards. The new rule sets limits on mercury emissions from existing Portland cement kilns and increases the stringency of emission limits for new kilns. The rule sets emission limits for total hydrocarbons, and also sets emission limits for particulate matter as a surrogate for non-volatile metal HAPS, from cement kilns of all sizes, and reduces hydrochloric acid emissions from kilns that are large emitters. The new rule takes full effect in 2013. We do not believe we would be placed at a competitive disadvantage by such rules.

We believe that our current procedures and practices in our operations, including those for handling and managing hazardous materials, are consistent with industry standards and are in substantial compliance with applicable environmental laws and regulations. Nevertheless, because of the complexity of our operations and the environmental laws to which we are subject, there can be no assurance that past or future operations will not result in violations, remediation costs or other liabilities or claims. Moreover, we cannot predict what environmental laws will be enacted or adopted in the future or how such future environmental laws or regulations will be administered or interpreted. Compliance with more stringent environmental laws, or stricter interpretation of existing environmental laws, could necessitate significant capital outlays.

Concrete and Aggregates. The concrete and aggregates industry is subject to environmental regulations similar to those governing our cement operations. None of our concrete or aggregates operations are presently the subject of any material local, state or federal environmental proceedings or inquiries.

Capital Expenditures

Cement. We had capital expenditures related to compliance with environmental regulations applicable to our cement operations of $0.4 million during fiscal 2011 and expect to spend an additional $0.5 million during fiscal 2012.

GYPSUM WALLBOARD AND RECYCLED PAPERBOARD OPERATIONS

Company Operations

Gypsum Wallboard. We currently own five gypsum wallboard manufacturing facilities, comprising six board lines; however, we temporarily idled our gypsum manufacturing facility in Bernalillo, N.M. beginning in December 2009, due to low demand. We expect to re-open this facility when business conditions improve. There are four primary steps in the gypsum wallboard manufacturing process: (1) gypsum is mined and extracted from the ground (or, in the case of synthetic gypsum, received from a power generation company); (2) the gypsum is then calcined and converted into plaster; (3) the plaster is mixed with various other materials and water to produce a mixture known as slurry, which is extruded between two continuous sheets of recycled paperboard on a high-speed production line and allowed to harden; and (4) the sheets of gypsum wallboard are then cut to appropriate lengths, dried and bundled for sale. Gypsum wallboard is used to finish the interior walls and ceilings in residential, commercial and industrial structures.

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The following table sets forth certain information regarding our plants:

Location	Annual Gypsum Wallboard Capacity (MMSF)[1]	Estimated Minimum Gypsum Rock Reserves (years)[2]
Albuquerque, New Mexico	450	50+[3][4]
Bernalillo, New Mexico[8]	525	50+[3][4]
Gypsum, Colorado	725	25[5]
Duke, Oklahoma	1,300	18[5][6]
Georgetown, South Carolina	750	57[7]
Total	3,750	

(1) Million Square Feet (MMSF), subject to anticipated product mix.
(2) At 100% capacity utilization.
(3) The same reserves serve both New Mexico plants.
(4) Includes mining claims and leased reserves.
(5) Includes both owned and leased reserves.
(6) We anticipate that additional reserves would be available on satisfactory terms, if required.
(7) We have a sixty year supply agreement with Santee Cooper for synthetic gypsum.
(8) This plant was temporarily idled beginning in December 2009.

Our gypsum wallboard production totaled 1,695 MMSF in fiscal 2011 and 1,732 MMSF in fiscal 2010. Total gypsum wallboard sales were 1,665 MMSF in fiscal 2011 and 1,750 MMSF in fiscal 2010. Total wallboard production as a percentage of current rated capacity was approximately 50% in both fiscal 2011 and 2010. Our operating rates were consistent with industry average capacity utilization in both fiscal 2011 and fiscal 2010.

Recycled Paperboard. Our recycled paperboard manufacturing operation, which we refer to as Republic Paperboard Company (Republic), was acquired in November 2000 and is located in Lawton, Oklahoma. Our paperboard operation has a highly technologically advanced paper machine designed primarily for gypsum liner production. The paper s uniform cross-directional strength and finish characteristics facilitate the efficiencies of new high-speed wallboard manufacturing lines. Although the machine was designed primarily to manufacture gypsum liner products, we are also able to manufacture alternative products, including containerboard grades (such as linerboard and medium) and lightweight packaging grades (such as bag liner). In addition, recycled industrial paperboard grades (tube/core stock and protective angle board) are produced to maximize manufacturing efficiencies.

Our paper machine allows the paperboard operation to manufacture high-strength gypsum liner that is approximately 10-15% lighter in basis weight than generally available in the U.S. The low-basis weight product utilizes less recycled fiber to produce paper that, in turn, absorbs less moisture during the gypsum wallboard manufacturing process resulting in reduced drying time and energy (natural gas) usage. The low-basis weight paper also reduces the overall finished board weight, providing wallboard operations with more competitive transportation costs for both the inbound and outbound segments.

Raw Materials and Fuel Supplies

Gypsum Wallboard. We mine and extract natural gypsum rock, the principal raw material used in the manufacture of gypsum wallboard, from mines and quarries owned, leased or subject to mining claims owned by the Company and located near our plants. We also use synthetic gypsum at our Georgetown, South Carolina plant that we obtain through a supply agreement with Santee Cooper, a South Carolina utility company. Two leases cover the New Mexico reserves; one with the Pueblo of Zia and the second with the State of New Mexico. Gypsum ore reserves at the Gypsum, Colorado plant are contained within a total of 115 placer claims encompassing 2,300 acres. Included in this are 94 unpatented mining claims where mineral rights can be developed upon completion of permitting requirements. We currently own land with over 17 million tons of gypsum in the area of Duke, Oklahoma, with an additional 2 million tons controlled through a lease agreement. All of the gypsum reserves are deemed to be probable under the definition provided by Industry Guide 7. Other gypsum deposits are located near the plant in Duke, which we believe may be obtained at reasonable cost when needed. We are currently in the fourth year of a sixty year supply agreement (original twenty year term with two twenty year extension options) with a public utility in South Carolina for our synthetic gypsum. Based on the size

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of the power plant, it is anticipated that the power plant will produce adequate gypsum for the foreseeable future to satisfy our operating needs. If the utility is unable to provide the agreed-upon amount of gypsum, it is responsible for providing gypsum from a third party to fulfill its obligations.

Through our modern low cost paperboard mill we manufacture sufficient quantities of paper necessary for our gypsum wallboard production. Paper is a significant cost component in the manufacture of gypsum wallboard, currently representing approximately one-third of our cost of production.

Our gypsum wallboard manufacturing operations use large quantities of natural gas and electrical power. A significant portion of the Company s natural gas requirements for our gypsum wallboard plants are currently provided by four gas producers under gas supply agreements expiring in March 2012 for Colorado and New Mexico and May 2011 for Oklahoma and South Carolina. If the agreements are not renewed, we expect to be able to obtain our gas supplies from other suppliers at competitive prices. Electrical power is supplied to our New Mexico plants at standard industrial rates by a local utility. Our Albuquerque plant utilizes an interruptible power supply agreement, which may expose it to some production interruptions during periods of power curtailment. Power for our Gypsum, Colorado facility is generated at the facility by a cogeneration power plant that we own. Currently, the cogeneration power facility supplies power and waste hot gases for drying to the gypsum wallboard plant. We do not sell any power to third parties. Gas costs represented approximately 12% of our production costs in fiscal 2011.

Recycled Paperboard. The principal raw materials are recycled paper fiber (recovered waste paper), water and specialty paper chemicals. The largest waste paper source used by the operation is old cardboard containers (known as OCC). A blend of high grades (white papers consisting of ink-free papers such as news blank and unprinted papers) is used in the gypsum liner facing paper and ight:2px;">

Income tax expense

16.5

14.6

46.5

48.2

Consolidated net income

30.2

33.5

90.7

95.5

Net income attributable to noncontrolling interest	—	—	—	(0.2)
Net income attributable to Morningstar, Inc.	$ 30.2	$ 33.5	$ 90.7	$ 95.3
Net income per share attributable to Morningstar, Inc.:				

Basic

$
0.70

$
0.76

$
2.11

$
2.15

Diluted

$
0.70

$
0.76

$
2.09

$
2.15

Dividends per common share:

Dividends declared per common share

$
0.22

$
0.19

$
0.66

$
0.57

Dividends paid per common share

$
0.22

$
0.19

$
0.66

$
0.57

Weighted average shares outstanding:

Basic

43.1

44.2

43.0

44.3

Diluted

43.3

44.3

43.3

44.4

See notes to unaudited condensed consolidated financial statements.

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Morningstar, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statements of Comprehensive Income

(in millions)	Three months ended September 30 2016	Three months ended September 30 2015	Nine months ended September 30 2016	Nine months ended September 30 2015
Consolidated net income	$30.2	$33.5	$90.7	$95.5
Other comprehensive loss:				
Foreign currency translation adjustment	(1.7)	(12.8)	(9.8)	(23.8)
Unrealized gains (losses) on securities, net of tax:				
Unrealized holding gains (losses) arising during period	0.6	(0.8)	1.1	(1.3)
Reclassification (gains) losses included in net income	0.2	(0.5)	—	(0.2)
Other comprehensive loss	(0.9)	(14.1)	(8.7)	(25.3)
Comprehensive income	29.3	19.4	82.0	70.2
Comprehensive income attributable to noncontrolling interest	—	(0.2)	—	(0.4)
Comprehensive income attributable to Morningstar, Inc.	$29.3	$19.2	$82.0	$69.8

See notes to unaudited condensed consolidated financial statements.

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Morningstar, Inc. and Subsidiaries
Unaudited Condensed Consolidated Balance Sheets

(in millions except share amounts)	As of September 30 2016	As of December 31 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 219.4	$ 207.1
Investments	45.7	41.5
Accounts receivable, less allowance of $1.9 and $1.8, respectively	124.3	139.3
Other current assets	23.7	22.0
Total current assets	413.1	409.9
Property, equipment, and capitalized software, less accumulated depreciation and amortization of $203.9 and $169.8, respectively	150.0	134.5
Investments in unconsolidated entities	51.0	35.6
Goodwill	370.7	364.2
Intangible assets, net	65.3	74.2
Other assets	9.4	10.6
Total assets	$ 1,059.5	$ 1,029.0
Liabilities and equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 35.0	$ 39.2
Accrued compensation	57.7	80.9
Deferred revenue	144.9	140.7
Short-term debt	60.0	35.0
Other current liabilities	16.6	8.6
Total current liabilities	314.2	304.4
Accrued compensation	9.9	8.9
Deferred tax liability, net	17.3	19.8
Deferred rent	22.6	25.4
Other long-term liabilities	33.5	29.9
Total liabilities	397.5	388.4
Equity:		
Morningstar, Inc. shareholders’ equity:		
Common stock, no par value, 200,000,000 shares authorized, of which 43,058,990 and 43,403,076 shares were outstanding as of September 30, 2016 and December 31, 2015, respectively	—	—
Treasury stock at cost, 9,961,108 and 9,478,449 shares as of September 30, 2016 and December 31, 2015, respectively	(657.3)	(619.8)
Additional paid-in capital	580.8	575.5
Retained earnings	801.5	739.2
Accumulated other comprehensive loss:		
Currency translation adjustment	(63.3)	(53.5)
Unrealized loss on available-for-sale investments	—	(1.1)
Total accumulated other comprehensive loss	(63.3)	(54.6)

Total Morningstar, Inc. shareholders’ equity	661.7	640.3
Noncontrolling interest	0.3	0.3
Total equity	662.0	640.6
Total liabilities and equity	$ 1,059.5	$ 1,029.0

See notes to unaudited condensed consolidated financial statements.

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Morningstar, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statement of Equity
For the nine months ended September 30, 2016

(in millions, except share amounts)	Morningstar, Inc. Shareholders' Equity — Common Stock Shares Outstanding	Par Value	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non-Controlling Interest	Total Equity
Balance as of December 31, 2015	43,403,076	$ —	$ (619.8)	$ 575.5	$ 739.2	$ (54.6)	$ 0.3	$ 640.6
Net income		—	—	—	90.7	—	—	90.7
Other comprehensive income (loss):								
Unrealized gain on available-for-sale investments, net of income tax of $1.0		—	—	—	—	1.1	—	1.1
Foreign currency translation adjustment, net		—	—	—	—	(9.8)	—	(9.8)
Other comprehensive loss, net		—	—	—	—	(8.7)	—	(8.7)
Issuance of common stock related to option exercises and vesting of restricted stock units, net of shares withheld for taxes on settlements of restricted stock units	153,699	—	1.3	(5.3)	—	—	—	(4.0)
Stock-based compensation		—	—	10.6	—	—	—	10.6
Common shares repurchased	(497,785)	—	(38.8)	—	—	—	—	(38.8)
Dividends declared		—	—	—	(28.4)	—	—	(28.4)
Balance as of September 30, 2016	43,058,990	$ —	$ (657.3)	$ 580.8	$ 801.5	$ (63.3)	$ 0.3	$ 662.0

See notes to unaudited condensed consolidated financial statements.

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Morningstar, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statements of Cash Flows

(in millions)	Nine months ended September 30 2016	2015
Operating activities		
Consolidated net income	$90.7	$95.5
Adjustments to reconcile consolidated net income to net cash flows from operating activities:		
Depreciation and amortization	52.0	47.8
Deferred income taxes	(2.9)	(2.7)
Stock-based compensation expense	10.6	13.5
Provision for bad debt	0.7	0.6
Equity in net income of unconsolidated entities	(0.7)	(1.5)
Other, net	(5.2)	(0.5)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	13.1	9.0
Other assets	(1.4)	(1.1)
Accounts payable and accrued liabilities	(3.9)	1.3
Accrued compensation	(20.8)	(7.3)
Income taxes—current	6.3	20.5
Deferred revenue	4.1	13.1
Deferred rent	(2.7)	—
Other liabilities	3.3	0.4
Cash provided by operating activities	143.2	188.6
Investing activities		
Purchases of investments	(24.4)	(28.3)
Proceeds from maturities and sales of investments	21.6	24.8
Capital expenditures	(47.5)	(39.9)
Acquisitions, net of cash acquired	(15.8)	(3.4)
Purchases of equity- and cost-method investments	(16.4)	—
Other, net	—	(6.5)
Cash used for investing activities	(82.5)	(53.3)
Financing activities		
Common shares repurchased	(38.8)	(30.1)
Dividends paid	(28.5)	(25.3)
Proceeds from short-term debt	40.0	15.0
Repayment of short-term debt	(15.0)	(45.0)
Proceeds from stock-option exercises	0.4	3.7
Employee taxes paid from withholding of restricted stock units	(4.4)	(4.9)
Other, net	—	0.1
Cash used for financing activities	(46.3)	(86.5)
Effect of exchange rate changes on cash and cash equivalents	(2.1)	(10.3)
Net increase in cash and cash equivalents	12.3	38.5

Cash and cash equivalents—beginning of period	207.1	185.2
Cash and cash equivalents—end of period	$219.4	$223.7
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$43.3	$27.3
Cash paid for interest	$0.8	$0.3
Supplemental information of non-cash investing and financing activities:		
Unrealized gain (loss) on available-for-sale investments	$1.5	$(2.2)
Software and equipment obtained under long-term financing arrangement	$9.0	$1.3

See notes to unaudited condensed consolidated financial statements.

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MORNINGSTAR, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation of Interim Financial Information

The accompanying unaudited condensed consolidated financial statements of Morningstar, Inc. and subsidiaries (Morningstar, we, our, the company) have been prepared to conform to the rules and regulations of the Securities and Exchange Commission (SEC). The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue, and expenses. Actual results could differ from those estimates. In the opinion of management, the statements reflect all adjustments, which are of a normal recurring nature, necessary to present fairly our financial position, results of operations, equity, and cash flows. These financial statements and notes are unaudited and should be read in conjunction with our Audited Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 26, 2016.

The acronyms that appear in the Notes to our Unaudited Condensed Consolidated Financial Statements refer to the following:

ASC: Accounting Standards Codification
ASU: Accounting Standards Update
FASB: Financial Accounting Standards Board

2. Summary of Significant Accounting Policies

We discuss our significant accounting policies in Note 2 of our Audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 26, 2016.

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The original effective date for ASU 2014-09 would have required the Company to adopt beginning on January 1, 2017. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers - Deferral of the Effective Date, which defers the effective date of ASU 2014-09 for one year and permits early adoption as early as the original effective date of ASU 2014-09. The new standard is effective for us on January 1, 2018. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that ASU No. 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

On March 17, 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which provides guidance on assessing whether an entity is a principal or an agent in a revenue transaction and whether an entity reports revenue on a gross or net basis. On April 14, 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing, which provides guidance on identifying performance obligations and accounting for licenses of intellectual property. On May 6, 2016, the FASB issued ASU No. 2016-11, Revenue Recognition and Derivatives and Hedging: Rescission of SEC guidance because of ASU No. 2014-09 and ASU No. 2014-16 pursuant to staff announcements at the March 3, 2016 EITF Meeting, which rescinds the following SEC Staff

Observer comments from ASC 605, Revenue Recognition, upon an entity's early adoption of ASC 606, Revenue from Contracts with Customers: Revenue and expense recognition for freight services in process, accounting for shipping and handling fees and costs, and accounting for consideration given by a vendor to a customer (including reseller of the vendor's products). On May 9, 2016, the FASB issued ASU No. 2016-12, Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients, which makes narrow-scope amendments to ASU No. 2014-09 and provides practical expedients to simplify the transition to the new standard and clarify certain aspects of the standard.

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The effective date and transition requirements for ASU No. 2016-08, ASU No. 2016-10, ASU No. 2016-11, and ASU No. 2016-12 are the same as the effective date and transition requirements of ASU No. 2014-09. We are evaluating the effect that ASU No. 2016-08, ASU No. 2016-10, ASU No. 2016-11, and ASU No. 2016-12 will have on our consolidated financial statements and related disclosures.

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases, which will require lessees to recognize almost all leases on their balance sheet as a right-of-use asset and a lease liability. The new standard is effective for us on January 1, 2019. The new standard must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. We are evaluating the effect that ASU No. 2016-02 will have on our consolidated financial statements and related disclosures.

On March 15, 2016, the FASB issued ASU No. 2016-07, Investments - Equity Method and Joint Ventures: Simplifying the Transition to the Equity Method of Accounting, which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The new standard is effective for us on January 1, 2017. Early adoption is permitted. The new standard should be applied prospectively for investments that qualify for the equity method of accounting after the effective date. We elected to early adopt ASU No. 2016-07 in the quarter ended March 31, 2016. The adoption of ASU No. 2016-07 did not have a material effect on our consolidated financial statements.

On March 30, 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting, which includes amendments to accounting for income taxes at settlement, forfeitures, and net settlements to cover withholding taxes. The new standard is effective for us on January 1, 2017. Early adoption is permitted but requires all elements of the amendments to be adopted at once rather than individually. We elected to early adopt ASU No. 2016-09 in the quarter ended June 30, 2016, which requires us to reflect any adjustments as of January 1, 2016, the beginning of the annual period that includes the interim period of adoption. The primary impact of adoption was the recognition of excess tax benefits in our provision for income taxes rather than paid in capital for all periods in fiscal year 2016. Additional amendments to the accounting for income taxes and minimum statutory withholding tax requirements had no impact to retained earnings as of January 1, 2016, where the cumulative effective of these changes are required to be recorded. We have elected to continue to estimate forfeiture expected to occur to determine the amount of compensation cost to be recognized in each period.

We elected to apply the presentation requirements for cash flows related to excess tax benefits retrospectively to all periods presented which resulted in an increase to both net cash provided by operating activities and net cash used for financing activities of $2.1 million for the nine months ended September 30, 2015. The adoption did not have an impact on net cash provided by operating activities and net cash used for financing activities for the three months ended September 30, 2015. The presentation requirements for cash flows related to employee taxes paid for withheld shares had no impact to any of the periods presented in our consolidated cash flow statements because such cash flows have historically been presented as a financing activity.

Adoption of the new standard resulted in the recognition of excess tax benefits in our provision for income taxes rather than paid in capital of $0.8 million for the nine months ended September 30, 2016. The adoption did not have a material effect on our previously reported results for the quarter ended March 31, 2016 as most of our stock options and restricted stock units vest in the second quarter.

On August 26, 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments, which reduces diversity in practice of how certain transactions are classified in the statement of cash flows. The new guidance clarifies the classification of cash activity related to debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate and bank-owned life insurance policies, distributions received from equity-method investments, and beneficial interests in securitization transactions. The guidance also describes a predominance principle in which cash flows with aspects of more than one class that cannot be separated should be classified based on the activity that is likely to be the predominant source or use of cash flow. The new standard is effective for us on January 1, 2018. Early adoption is permitted, including adoption in an interim period, but requires all elements of the amendments to be adopted at once rather than individually. The new standard must be adopted using a retrospective transition method. We are evaluating the effect that ASU No. 2016-15 will have on our consolidated financial statements and related disclosures.

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3. Credit Arrangements

In March 2016, we increased our single-bank revolving credit facility from $75.0 million to $100.0 million. We had an outstanding principal balance of $60.0 million at an interest rate of LIBOR plus 100 basis points as of September 30, 2016, leaving borrowing availability of $40.0 million.

4. Acquisitions, Goodwill, and Other Intangible Assets

Acquisitions

On March 31, 2016, we acquired RequiSight, LLC, which does business as RightPond, a provider of business intelligence data and analytics on defined contribution and defined benefit plans for financial services firms. We began consolidating the financial results of RightPond in our Consolidated Financial Statements on March 31, 2016.

On May 31, 2016, we acquired InvestSoft Technology, Inc. (InvestSoft), a provider of fixed-income analytics. We began consolidating the financial results of InvestSoft in our Consolidated Financial Statements on May 31, 2016.

Goodwill

The following table shows the changes in our goodwill balances from December 31, 2015 to September 30, 2016:

	(in millions)
Balance as of December 31, 2015	$ 364.2
Acquisitions and foreign currency translation	6.5
Balance as of September 30, 2016	$ 370.7

We did not record any impairment losses in the first nine months of 2016 or 2015. We perform our annual impairment reviews in the fourth quarter.

Intangible Assets

The following table summarizes our intangible assets:

	As of September 30, 2016				As of December 31, 2015			
(in millions)	Gross	Accumulated Amortization	Net	Weighted Average Useful Life (years)	Gross	Accumulated Amortization	Net	Weighted Average Useful Life (years)
Intellectual property	$28.5	$ (27.7)	$0.8	9	$28.3	$ (26.7)	$1.6	9
Customer-related assets	137.3	(97.6)	39.7	12	137.5	(92.3)	45.2	12
Supplier relationships	0.2	(0.1)	0.1	20	0.2	(0.1)	0.1	20
Technology-based assets	92.6	(69.8)	22.8	8	89.5	(64.4)	25.1	8
Non-competition agreements	4.8	(2.9)	1.9	5	4.6	(2.4)	2.2	5
Total intangible assets	$263.4	$ (198.1)	$65.3	10	$260.1	$ (185.9)	$74.2	10

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The following table summarizes our amortization expense related to intangible assets:

(in millions)	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
Amortization expense	$4.5	$5.5	$14.3	$16.4

We amortize intangible assets using the straight-line method over their expected economic useful lives.

We expect intangible amortization expense for the remainder of 2016 and subsequent years as follows:

	(in millions)
Remainder of 2016 (from October 1 through December 31)	$ 4.0
2017	13.8
2018	11.7
2019	9.2
2020	5.6
Thereafter	21.0

Our estimates of future amortization expense for intangible assets may be affected by acquisitions, divestitures, changes in the estimated average useful life, and foreign currency translation.

5. Income Per Share

The following table shows how we reconcile our net income and the number of shares used in computing basic and diluted net income per share:

(in millions, except per share amounts)	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
Basic net income per share attributable to Morningstar, Inc.:				
Net income attributable to Morningstar, Inc.	$30.2	$33.5	$90.7	$95.3
Weighted average common shares outstanding	43.1	44.2	43.0	44.3
Basic net income per share attributable to Morningstar, Inc.	$0.70	$0.76	$2.11	$2.15
Diluted net income per share attributable to Morningstar, Inc.:				
Net income attributable to Morningstar, Inc.	$30.2	$33.5	$90.7	$95.3
Weighted average common shares outstanding	43.1	44.2	43.0	44.3

Net effect of dilutive stock options, restricted stock units, and performance share awards	0.2	0.1	0.3	0.1
Weighted average common shares outstanding for computing diluted income per share	43.3	44.3	43.3	44.4
Diluted net income per share attributable to Morningstar, Inc.	$0.70	$0.76	$2.09	$2.15

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The following table shows the number of weighted average restricted stock units and performance share awards excluded from our calculation of diluted earnings per share because their inclusion would have been anti-dilutive:

	Three months ended September 30		Nine months ended September 30	
(in thousands)	2016	2015	2016	2015
Weighted average restricted stock units	4	45	8	41
Weighted average performance share awards	—	5	—	7
Total	4	50	8	48

6. Segment and Geographical Area Information

Segment Information

We report our results in a single reportable segment, which reflects how our chief operating decision maker allocates resources and evaluates our financial results.

Because we have one reportable segment, all required financial segment information can be found directly in the Unaudited Condensed Consolidated Financial Statements.

The accounting policies for our single reportable segment are the same as those described in “Note 2. Summary of Significant Accounting Policies” included in our Annual Report on Form 10-K for the year ended December 31, 2015. We evaluate the performance of our reporting segment based on revenue and operating income.

Geographical Area Information

The tables below summarize our revenue and long-lived assets by geographical area:

External revenue by geographical area

	Three months ended September 30		Nine months ended September 30	
(in millions)	2016	2015	2016	2015
United States	$143.5	$145.2	$430.6	$437.3
United Kingdom	15.2	15.6	45.8	46.4
Continental Europe	16.0	14.7	47.3	43.4
Australia	8.3	7.5	24.1	23.2
Canada	7.1	6.6	20.6	20.6
Asia	5.0	4.6	15.1	13.4
Other	1.0	1.1	2.9	2.9
Total International	52.6	50.1	155.8	149.9
Consolidated revenue	$196.1	$195.3	$586.4	$587.2

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Long-lived assets by geographical area

(in millions)	As of September 30 2016	As of December 31 2015
United States	$ 135.8	$ 116.9
United Kingdom	7.0	8.6
Continental Europe	2.1	2.2
Australia	0.7	0.9
Canada	0.5	0.7
Asia	3.8	5.2
Other	0.1	—
Total International	14.2	17.6
Consolidated property, equipment, and capitalized software, net	$ 150.0	$ 134.5

7. Investments and Fair Value Measurements

We classify our investments into three categories: available-for-sale, held-to-maturity, and trading securities. Our investment portfolio consists of stocks, bonds, options, mutual funds, money market funds, or exchange-traded products that replicate the model portfolios and strategies created by Morningstar. These investment accounts may also include exchange-traded products where Morningstar is an index provider. We classify our investment portfolio as shown below:

(in millions)	As of September 30 2016	As of December 31 2015
Available-for-sale	$ 28.4	$ 17.3
Held-to-maturity	15.9	15.3
Trading securities	1.4	8.9
Total	$ 45.7	$ 41.5

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The following table shows the cost, unrealized gains (losses), and fair value of investments classified as available-for-sale and held-to-maturity:

(in millions)	As of September 30, 2016 Cost	Unrealized Gain	Unrealized Loss	Fair Value	As of December 31, 2015 Cost	Unrealized Gain	Unrealized Loss	Fair Value
Available-for-sale:								
Equity securities and exchange-traded funds	$26.0	$ 1.3	$ (1.2)	$26.1	$17.4	$ 0.3	$ (1.6)	$16.1
Mutual funds	2.2	0.1	—	2.3	1.3	—	(0.1)	1.2
Total	$28.2	$ 1.4	$ (1.2)	$28.4	$18.7	$ 0.3	$ (1.7)	$17.3
Held-to-maturity:								
Certificates of deposit	$14.1	$ —	$ —	$14.1	$15.3	$ —	$ —	$15.3
Convertible note	1.8	—	—	1.8	—	—	—	—
Total	$15.9	$ —	$ —	$15.9	$15.3	$ —	$ —	$15.3

As of September 30, 2016 and December 31, 2015, investments with unrealized losses for greater than a 12-month period were not material to the Unaudited Condensed Consolidated Balance Sheets and were not deemed to have other than temporary declines in value.

The table below shows the cost and fair value of investments classified as available-for-sale and held-to-maturity based on their contractual maturities as of September 30, 2016 and December 31, 2015.

(in millions)	As of September 30, 2016 Cost	Fair Value	As of December 31, 2015 Cost	Fair Value
Available-for-sale:				
Equity securities, exchange-traded funds, and mutual funds	$28.2	$ 28.4	$18.7	$ 17.3
Total	$28.2	$ 28.4	$18.7	$ 17.3
Held-to-maturity:				
Due in one year or less	$14.1	$ 14.1	$15.3	$ 15.3
Due in one to three years	1.8	1.8	—	—
Total	$15.9	15.9	$15.3	$ 15.3

The following table shows the realized gains and losses arising from sales of our investments classified as available-for-sale recorded in our Unaudited Condensed Consolidated Statements of Income:

(in millions)	Three months ended September 30 2016	2015	Nine months ended September 30 2016	2015
Realized gains	$0.5	$0.1	$1.6	$1.0
Realized losses	(0.2)	(0.1)	(1.1)	(0.6)
Realized gains, net	$0.3	$—	$0.5	$0.4

We determine realized gains and losses using the specific identification method.

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The following table shows the net unrealized gains (losses) on trading securities as recorded in our Unaudited Condensed Consolidated Statements of Income:

(in millions)	Three months ended September 30 2016	2015	Nine months ended September 30 2016	2015
Unrealized gains (losses), net	$ —	$ (0.7)	$ 0.1	$ (1.0)

The table below shows the fair value of our assets subject to fair value measurements that are measured at fair value on a recurring basis:

(in millions)	Fair Value as of September 30, 2016	Fair Value Measurements as of September 30, 2016 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Available-for-sale investments:				
Equity securities and exchange-traded funds	$ 26.1	$ 26.1	$ —	$ —
Mutual funds	2.3	2.3	—	—
Trading securities	1.4	1.4	—	—
Cash equivalents	0.2	0.2	—	—
Total	$ 30.0	$ 30.0	$ —	$ —

(in millions)	Fair Value as of December 31, 2015	Fair Value Measurements as of December 31, 2015 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Available-for-sale investments:				
Equity securities and exchange-traded funds	$ 16.1	$ 16.1	$ —	$ —
Mutual funds	1.2	1.2	—	—
Trading securities	8.9	8.9	—	—
Cash equivalents	0.2	0.2	—	—
Total	$ 26.4	$ 26.4	$ —	$ —

Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access.
Level 2: Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
Level 3: Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

We measure the fair value of money market funds, mutual funds, equity securities, and exchange-traded funds based on quoted prices in active markets for identical assets or liabilities. We did not hold any securities categorized as Level 2 or Level 3 as of September 30, 2016 and December 31, 2015.

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8. Stock-Based Compensation

Stock-Based Compensation Plans

All of our employees and our non-employee directors are eligible for awards under the Morningstar 2011 Stock Incentive Plan (the 2011 Plan), which provides for a variety of stock-based awards, including stock options, performance share awards, restricted stock units, and restricted stock.

The following table summarizes the stock-based compensation expense included in each of our operating expense categories:

	Three months ended September 30		Nine months ended September 30	
(in millions)	2016	2015	2016	2015
Cost of revenue	$1.5	$2.1	$5.5	$6.2
Sales and marketing	0.3	0.6	1.3	1.7
General and administrative	1.0	1.9	3.8	5.6
Total stock-based compensation expense	$2.8	$4.6	$10.6	$13.5

As of September 30, 2016, the total unrecognized stock-based compensation cost related to outstanding restricted stock units and performance share awards expected to vest was $28.1 million, which we expect to recognize over a weighted average period of 31 months.

9. Income Taxes

Effective Tax Rate

The following table shows our effective tax rate for the three months and nine months ended September 30, 2016 and September 30, 2015:

	Three months ended September 30		Nine months ended September 30	
(in millions)	2016	2015	2016	2015
Income before income taxes and equity in net income of unconsolidated entities	$46.3	$47.6	$136.5	$142.2
Equity in net income of unconsolidated entities	0.4	0.5	0.7	1.5
Net income attributable to noncontrolling interest	—	—	—	(0.2)
Total	$46.7	$48.1	$137.2	$143.5
Income tax expense	$16.5	$14.6	$46.5	$48.2
Effective tax rate	35.3 %	30.4 %	33.9 %	33.6 %

Our effective tax rate in the third quarter and for the first nine months of 2016 was 35.3% and 33.9%, a respective increase of 4.9 and 0.3 percentage points compared with the same periods a year ago. During the third quarter of 2015, we recognized additional tax benefits for credits and incentives. We also recognized a deferred tax asset for net operating losses for certain of our foreign operations that we expect will be utilized over time based upon recent financial performance and forecasted taxable income. Both of these items reduced our effective tax rate in the third quarter of 2015.

Unrecognized Tax Benefits

The table below provides information concerning our gross unrecognized tax benefits as of September 30, 2016 and December 31, 2015, as well as the effect these gross unrecognized tax benefits would have on our income tax expense, if they were recognized.

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(in millions)	As of September 30 2016	As of December 31 2015
Gross unrecognized tax benefits	$ 18.7	$ 14.5
Gross unrecognized tax benefits that would affect income tax expense	$ 14.7	$ 10.5
Decrease in income tax expense upon recognition of gross unrecognized tax benefits	$ 13.4	$ 9.4

Our Unaudited Condensed Consolidated Balance Sheets include the following liabilities for unrecognized tax benefits. These amounts include interest and penalties, less any associated tax benefits.

Liabilities for Unrecognized Tax Benefits (in millions)	As of September 30 2016	As of December 31 2015
Current liability	$ 7.1	$ 4.2
Non-current liability	7.4	6.0
Total liability for unrecognized tax benefits	$ 14.5	$ 10.2

Because we conduct business globally, we file income tax returns in U.S. federal, state, local, and foreign jurisdictions. We are currently under audit by federal and various state and local tax authorities in the United States, as well as tax authorities in certain non-U.S. jurisdictions. It is possible, though not likely, that the examination phase of some of these audits will conclude in 2016. It is not possible to estimate the effect of current audits on previously recorded unrecognized tax benefits.

We have not provided federal and state income taxes on accumulated undistributed earnings of certain foreign subsidiaries because these earnings have been permanently reinvested. Approximately 80% of our cash, cash equivalents, and investments balance as of September 30, 2016 was held by our operations outside of the United States. We believe that our cash balances and investments in the United States, along with cash generated from our U.S. operations, will be sufficient to meet our U.S. operating and cash needs for the foreseeable future, without requiring us to repatriate earnings from these foreign subsidiaries. It is not practical to determine the amount of the unrecognized deferred tax liability related to the undistributed earnings.

Certain of our non-U.S. operations have incurred net operating losses (NOLs) which may become deductible to the extent these operations become profitable. For each of our operations, we evaluate whether it is more likely than not that the tax benefits related to NOLs will be realized. As part of this evaluation, we consider evidence such as tax planning strategies, historical operating results, forecasted taxable income, and recent financial performance. In the year that certain non-U.S. operations record a loss, we do not recognize a corresponding tax benefit, thus increasing our effective tax rate. Upon determining that it is more likely than not that the NOLs will be realized, we reduce the tax valuation allowances related to these NOLs, which results in a reduction to our income tax expense and our effective tax rate in the period.

10. Contingencies

We are involved in legal proceedings and litigation that have arisen in the normal course of our business. While it is difficult to predict the outcome of any particular proceeding, we do not believe the result of any of these matters will have a material adverse effect on our business, operating results, or financial position.

11. Share Repurchase Program

We have an ongoing authorization, originally approved by our board of directors in September 2010 and subsequently amended, to repurchase up to $1.0 billion in shares of our outstanding common stock. The authorization expires on December 31, 2017. We may repurchase shares from time to time at prevailing market prices on the open market or in private transactions in amounts that we deem appropriate.

As of September 30, 2016, we had repurchased a total of 9,880,917 shares for $662.3 million under this authorization, leaving approximately $337.7 million available for future repurchases.

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12. Subsequent Events

On October 14, 2016, we announced that the company had entered into a definitive agreement to acquire PitchBook Data, Inc. (PitchBook). PitchBook delivers data, research, and technology covering the breadth of the private capital markets, including venture capital, private equity, and mergers and acquisitions.

Morningstar owned approximately 20% of PitchBook as of September 30, 2016. We expect to pay approximately $180.0 million (subject to working capital adjustments) for the remaining ownership interest based on the terms of the definitive agreement. This agreed upon purchase price values PitchBook at approximately $225.0 million. Subject to customary closing conditions, we anticipate the transaction will close in the fourth quarter of 2016.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The discussion included in this section, as well as other sections of this Quarterly Report on Form 10-Q, contains forward-looking statements as that term is used in the Private Securities Litigation Reform Act of 1995. These statements are based on our current expectations about future events or future financial performance. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and often contain words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue.” Th involve known and unknown risks and uncertainties that may cause the events we discuss not to occur or to differ significantly from what we expect. For us, these risks and uncertainties include, among others:

- liability for any losses that result from an actual or claimed breach of our fiduciary duties;
- failing to maintain and protect our brand, independence, and reputation;
- failing to differentiate our products and continuously create innovative, proprietary research tools;
- failing to respond to technological change, keep pace with new technology developments, or adopt a successful technology strategy;
- liability related to our storage of personal information related to individuals as well as portfolio and account-level information;
- compliance failures, regulatory action, or changes in laws applicable to our investment advisory or credit rating operations;
- downturns in the financial sector, global financial markets, and global economy;
- the effect of market volatility on revenue from asset-based fees;
- the effect of changes in industry-wide issuance volume for commercial mortgage-backed securities;
- a prolonged outage of our database, technology-based products and services, or network facilities;
- challenges faced by our operations outside the United States, including the concentration of data and development work at our offshore facilities in China and India; and
- trends in the mutual fund industry, including the increasing popularity of passively managed investment vehicles.

A more complete description of these risks and uncertainties can be found in our other filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2015. If any of these risks and uncertainties materialize, our actual future results may vary significantly from what we expect. We do not undertake to update our forward-looking statements as a result of new information or future events.

All dollar and percentage comparisons, which are often accompanied by words such as “increase,” “decrease,” “grew,” “declined,” “was up,” “was down,” “was flat,” or “was similar” refer to a comparison with the same period in the previous yea unless otherwise stated.

Understanding our Company

Our Business

Our mission is to create great products that help investors reach their financial goals. We offer an extensive line of products and services for financial advisors, asset managers, retirement plan providers and sponsors, and individual investors. Many of our products are sold through subscriptions or license agreements. As a result, we typically generate recurring revenue.

Industry Overview

Despite ongoing economic and political uncertainty, equity markets closed out the quarter with above-average returns. The Morningstar U.S. Market Index, a broad market benchmark, was up 4.3% for the third quarter of 2016, while the Global Ex-U.S. Index finished the quarter up 7.1%.

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U.S. mutual fund assets stood at $16.4 trillion in August 2016, based on data from the Investment Company Institute (ICI), compared with $15.6 trillion in August 2015. Based on Morningstar's estimated asset flow data, investors added about $81.0 billion to long-term open-end and exchange-traded funds (ETFs) during the third quarter of 2016, compared with net outflows of about $23.0 billion in the third of quarter of 2015. Continuing a long-term trend, investors continued to shift assets in favor of lower-cost, passively managed vehicles. For the trailing 12 months ended September 30, 2016, actively managed funds had net outflows of more than $275 billion, while passively managed vehicles had net inflows of more than $455 billion.

Assets in exchange-traded funds totaled $2.4 trillion in August 2016, up from $2.0 trillion in August 2015, based on data from the ICI.

We believe the business environment for the financial services industry remains challenging. Low interest rates and the industrywide shift to passive investment management have continued to put pressure on spending for many asset management firms. In addition, new issuance volume for commercial mortgage-backed securities has declined significantly in 2016, although it showed some signs of improvement during the third quarter.

Recent regulatory changes—particularly the new U.S. Department of Labor fiduciary standard scheduled to go into effect in April 2017—are also creating uncertainty for many financial advisors and asset management firms. We believe this conflict-of-interest, or fiduciary standard, rule may have far-reaching effects on the financial results and business models of investment product manufacturers and wealth management firms, including potential consolidation among asset management firms. We believe Morningstar is well-positioned to help financial advisors and asset managers meet these new requirements, and we have a broad range of solutions to help them determine, demonstrate, and document that their advice is in the best interest of the investor.

Recent Developments

On October 14, 2016, we announced that the company had entered into a definitive agreement to acquire PitchBook Data, Inc. (PitchBook). PitchBook delivers data, research, and technology covering the breadth of the private capital markets, including venture capital, private equity, and mergers and acquisitions.

Morningstar owned approximately 20% of PitchBook as of September 30, 2016. We expect to pay approximately $180.0 million (subject to working capital adjustments) for the remaining ownership interest. This purchase price values PitchBook at approximately $225.0 million. Subject to customary closing conditions, we anticipate the transaction will close in the fourth quarter of 2016.

We intend to fund the acquisition by increasing the principal amount available for borrowing under our revolving credit facility to $300.0 million and extending the term of this facility to three years.

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Supplemental Operating Metrics (Unaudited)

The tables below summarize our key product metrics and other supplemental data.

	As of September 30			
	2016	2015		Change
Our business				
Morningstar.com Premium Membership subscriptions (U.S.)	118,375	121,802		(2.8)%
Morningstar.com registered users (U.S.)	8,811,646	8,452,445		4.2 %
Advisor Workstation clients (U.S.)	178	186		(4.3)%
Morningstar Office licenses (U.S.)	4,606	4,256		8.2 %
Morningstar Direct licenses	12,243	11,111		10.2 %
Assets under advisement and management (approximate) ($bil) (1)				
Workplace Solutions (Retirement)				
Managed Accounts (2)	$47.5	$ 39.4		20.6 %
Plan Sponsor Advice	33.5	28.6		17.1 %
Custom Models	22.4	17.7		26.6 %
Workplace Solutions (total)	$103.4	$ 85.7		20.7 %
Morningstar Investment Management				
Morningstar Managed Portfolios (3)	$29.0	$ 24.6		17.9 %
Institutional Asset Management	60.0	58.1		3.3 %
Asset Allocation Services	7.6	6.9	(4)	10.1 %
Manager Selection Services	1.3	2.1		(38.1)%
Morningstar Investment Management (total)	$97.9	$ 91.7		6.8 %
Our employees (approximate)				
Worldwide headcount	4,220	3,830		10.2 %

	Three months ended September 30				Nine months ended September 30			
(in millions)	2016	2015		Change	2016	2015		Change
Key product revenue (5)								
Morningstar Data	$38.0	$ 35.6		6.6 %	$112.8	$106.0		6.4 %
Morningstar Direct	27.9	25.4		9.6 %	82.2	75.0		9.6 %
Morningstar Investment Management (6)	24.7	24.6		0.2 %	73.7	74.8		(1.5)%
Morningstar Advisor Workstation	20.7	20.2	(7)	2.9 %	62.0	60.6	(7)	2.3 %
Workplace Solutions	17.6	16.2		8.7 %	50.5	48.2		4.8 %
Revenue by Type (5)								
License-based (8)	$142.2	$ 136.8		3.9 %	$423.7	$407.9		3.8 %
Asset-based (9)	43.1	41.1		5.0 %	125.3	124.0		1.1 %

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Transaction-based (10)	10.8	17.4	(37.8)%	37.4	55.3	(32.3)%
Other Metrics						
Average assets under management and advisement ($bil)	$193.6	$178.8	8.3 %	$187.0	$176.8	5.8 %
Number of commercial mortgage-backed securities (CMBS) new-issue ratings completed	4	17	(76.5)%	13	45	(71.1)%
Asset value of CMBS new-issue ratings ($bil)	$2.3	$13.5	(83.0)%	$8.6	$38.0	(77.4)%

(1) The asset totals shown above (including assets we either manage directly or on which we provide consulting or subadvisory work) only include assets for which we receive basis-point fees. Some of our client contracts include services for which we receive a flat fee, but we do not include those assets in the total reported above.

Excluding changes related to new contracts and cancellations, changes in the value of assets under advisement can come from two primary sources: gains or losses related to overall trends in market performance, and net inflows or outflows caused when investors add to or redeem shares from these portfolios.

In the majority of our Investment Management business (except for Morningstar Managed Portfolios) it's difficult for us to quantify these cash inflows and outflows. The information we receive from most of our clients does not separately identify the effect of cash inflows and outflows on asset balances for each period. We also cannot specify the effect of market appreciation or depreciation because the majority of our clients have discretionary authority to implement their own portfolio allocations.

(2) Many factors can cause changes in assets under management and advisement for our managed retirement accounts, including employer and employee contributions, plan administrative fees, market movements, and participant loans and hardship withdrawals. The information we receive from the plan providers does not separately identify these transactions or the changes in balances caused by market movement.

(3) We revised the asset totals for Morningstar Managed Portfolios to include our Strategist series of equity portfolios and third-party platform assets, which were previously not included in the total.

(4) Revised to include assets from Ibbotson Associates Japan K.K.

(5) Key product revenue and revenue by type includes the effect of foreign currency translations.

(6) New product classification consisting of Morningstar Managed Portfolios, Institutional Asset Management, Asset Allocation Services, and Manager Selection Services.

(7) Revised to exclude Morningstar Office.

(8) License-based revenue includes Morningstar Data, Morningstar Direct, Morningstar Advisor Workstation, Morningstar Enterprise Components, Morningstar Research, and other similar products.

(9) Asset-based revenue includes Morningstar Investment Management, Workplace Solutions, and Morningstar Indexes.

(10) Transaction-based revenue includes Morningstar Credit Ratings, Internet advertising sales, and Conferences.

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Three and Nine Months Ended September 30, 2016 vs. Three and Nine Months Ended September 30, 2015

Consolidated Results

	Three months ended September 30			Nine months ended September 30		
Key Metrics (in millions)	2016	2015	Change	2016	2015	Change
Revenue	$196.1	$195.3	0.4 %	$586.4	$587.2	(0.1)%
Operating income	$44.2	$46.2	(4.6)%	$130.9	$140.5	(6.9)%
Operating margin	22.5 %	23.7 %	(1.2) pp	22.3 %	23.9 %	(1.6) pp
Cash provided by operating activities	$60.4	$75.6	(20.1)%	$143.2	$188.6	(24.1)%
Capital expenditures	(18.1)	(12.3)	47.2 %	(47.5)	(39.9)	19.0 %
Free cash flow	$42.3	$63.3	(33.2)%	$95.7	$148.7	(35.6)%

pp — percentage points

To supplement our consolidated financial statements presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP), we use the following non-GAAP measures:

- consolidated revenue excluding acquisitions and the effect of foreign currency translations (organic revenue);
- consolidated international revenue excluding acquisitions and the effect of foreign currency translations (international organic revenue); and
- free cash flow.

These non-GAAP measures may not be comparable to similarly titled measures reported by other companies and should not be considered an alternative to any measure of performance as promulgated under GAAP.

We define free cash flow as cash provided by or used for operating activities less capital expenditures. We present free cash flow solely as supplemental disclosure to help investors better understand how much cash is available after making capital expenditures. Our management team uses free cash flow to evaluate our business. Free cash flow is not equivalent to any measure required to be reported under GAAP.

Consolidated Revenue

	Three months ended September 30			Nine months ended September 30		
(in millions)	2016	2015	Change	2016	2015	Change
Consolidated revenue	$196.1	$195.3	0.4 %	$586.4	$587.2	(0.1)%

In the third quarter of 2016, consolidated revenue increased 0.4% to $196.1 million. Foreign currency movements had a negative effect in the quarter, lowering revenue by approximately $1.9 million.

During the third quarter, we experienced more moderate growth rates for license-based products such as Morningstar Data and Morningstar Direct. Revenue from Morningstar Direct rose $2.4 million, reflecting growth in licenses for both new and existing clients. Morningstar Data revenue also increased $2.4 million, mainly reflecting new contracts and renewals for managed products data.

Products and services that mainly generate revenue from asset-based fees increased $2.0 million during the third quarter, mainly driven by strong growth in Workplace Solutions and Morningstar Managed Portfolios.

Positive results for these products were offset by decreases in Morningstar Credit Ratings (our structured credit research and ratings business) and Internet advertising sales on Morningstar.com.

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Revenue from Morningstar Credit Ratings decreased $5.0 million. Negative trends in industry-wide issuance volume for commercial mortgage-backed securities (CMBS) continued to weigh down revenue for our credit ratings business. Industry-wide issuance volume for CMBS in the first nine months of 2016 was down about 40% compared with the first nine months of 2015, based on data from Commercial Mortgage Alert, but showed some signs of improvement during the third quarter. In addition to negative trends in issuance volume, competitive conditions have also created some revenue pressure for us in this area.

Separately, the Securities and Exchange Commission recently authorized an expansion of the registration for Morningstar Credit Ratings to rate corporate issuers and financial institutions as a nationally recognized statistical rating organization (NRSRO). This development will help us bring our investor-focused approach to a much broader portion of the U.S. fixed-income markets.

Revenue also declined for Internet advertising sales on Morningstar.com as advertisers have been shifting to programmatic buying platforms that target users on other sites.

For the first nine months of 2016, consolidated revenue was down 0.1% to $586.4 million, compared with $587.2 million in the same period of 2015. Morningstar Credit Ratings, Internet advertising sales on Morningstar.com, and Morningstar Investment Management were the main negative contributors, partially offset by higher revenue for Morningstar Direct, Morningstar Data, and Morningstar Research.

Revenue from asset-based fees made up approximately 17% of consolidated revenue in the third quarter and first nine months of 2016, compared with approximately 15% of consolidated revenue for the same periods in 2015.

Organic revenue

To allow for more meaningful comparisons of our results in different periods, we provide information about organic revenue, which reflects our underlying business excluding acquisitions, divestitures, and the effect of foreign currency translations. In the third quarter of 2016, organic revenue increased 1.1% after excluding an unfavorable effect of $1.9 million from foreign currency translations and $0.5 million of incremental revenue from acquisitions.

For the first nine months of 2016, organic revenue increased 0.8% after excluding an unfavorable effect of $6.3 million from foreign currency translations and $1.0 million of incremental revenue from acquisitions.

The table below reconciles consolidated revenue with organic revenue (revenue excluding acquisitions, divestitures, and the effect of foreign currency translations):

	Three months ended September 30			Nine months ended September 30		
(in millions)	2016	2015	Change	2016	2015	Change
Consolidated revenue	$196.1	$195.3	0.4 %	$586.4	$587.2	(0.1)%
Less: acquisitions	(0.5)	—	NMF	(1.0)	—	NMF
Less: divestitures	—	—	—	—	—	—
Unfavorable effect of foreign currency translations	1.9	—	NMF	6.3	—	NMF
Organic revenue	$197.5	$195.3	1.1 %	$591.7	$587.2	0.8 %

NMF - not meaningful

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Revenue by region

(in millions)	Three months ended September 30 2016	2015	Change	Nine months ended September 30 2016	2015	Change
United States	$143.5	$145.2	(1.2)%	$430.6	$437.3	(1.5)%
United Kingdom	15.2	15.6	(2.6)%	45.8	46.4	(1.3)%
Continental Europe	16.0	14.7	8.8%	47.3	43.4	9.0%
Australia	8.3	7.5	10.7%	24.1	23.2	3.9%
Canada	7.1	6.6	7.6%	20.6	20.6	—%
Asia	5.0	4.6	8.7%	15.1	13.4	12.7%
Other	1.0	1.1	(9.1)%	2.9	2.9	—%
Total International	52.6	50.1	5.0%	155.8	149.9	3.9%
Consolidated revenue	$196.1	$195.3	0.4%	$586.4	$587.2	(0.1)%

International revenue made up about 26% of our consolidated revenue in the first nine months of 2016 and 2015. About 60% of this amount is from Continental Europe and the United Kingdom, with most of the remainder from Australia, Canada, and Asia.

Revenue from international operations increased $2.5 million, or 5.0%, in the third quarter, and international organic revenue increased 8.8%. For the first nine months of 2016, revenue from international operations was up $5.9 million, or 3.9%, and international organic revenue increased 8.1%.

The table below presents a reconciliation from international revenue to international organic revenue (international revenue excluding acquisitions, divestitures, and the effect of foreign currency translations):

(in millions)	Three months ended September 30 2016	2015	Change	Nine months ended September 30 2016	2015	Change
International revenue	$52.6	$50.1	5.0%	$155.8	$149.9	3.9%
Less: acquisitions	—	—	—	—	—	—
Less: divestitures	—	—	—	—	—	—
Unfavorable effect of foreign currency translations	1.9	—	NMF	6.3	—	NMF
International organic revenue	$54.5	$50.1	8.8%	$162.1	$149.9	8.1%

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Consolidated Operating Expense

(in millions)	Three months ended September 30 2016	2015	Change	Nine months ended September 30 2016	2015	Change
Cost of revenue	$84.9	$83.4	2.0 %	$256.3	$245.2	4.6 %
% of consolidated revenue	43.3 %	42.7 %	0.6 pp	43.7 %	41.8 %	1.9 pp
Sales and marketing	23.1	23.3	(1.1)%	71.1	73.8	(3.7)%
% of consolidated revenue	11.8 %	11.9 %	(0.1) pp	12.1 %	12.6 %	(0.5) pp
General and administrative	25.8	26.0	(1.0)%	76.1	79.9	(4.8)%
% of consolidated revenue	13.2 %	13.3 %	(0.1) pp	13.0 %	13.6 %	(0.6) pp
Depreciation and amortization	18.1	16.4	10.8 %	52.0	47.8	8.8 %
% of consolidated revenue	9.2 %	8.4 %	0.8 pp	8.9 %	8.1 %	0.8 pp
Total operating expense	$151.9	$149.1	2.0 %	$455.5	$446.7	2.0 %
% of consolidated revenue	77.5 %	76.3 %	1.2 pp	77.7 %	76.1 %	1.6 pp

Consolidated operating expense increased $2.8 million, or 2.0%, in the third quarter of 2016 and $8.8 million, or 2.0%, in the first nine months of 2016. Because of the continued strength in the U.S. dollar, foreign currency translations had a favorable effect of $2.5 million and $7.1 million on operating expense during the third quarter and first nine months of 2016, respectively.

Compensation expense (including salaries and other company-sponsored benefits) increased $7.7 million in the third quarter of 2016 and $18.4 million in the first nine months of 2016. We had approximately 4,220 employees worldwide as of September 30, 2016, compared with 3,830 as of September 30, 2015. This increase reflects our continued investment in our key growth initiatives and mainly includes technology, sales, and analyst roles in the United States, India, and China. The growth in compensation expense was partially offset by lower bonus expense of $3.3 million in the third quarter of 2016 and $10.8 million in the first nine months of 2016. Bonus expense was lower mainly because revenue, which is a major part of our bonus funding formula, grew modestly during the third quarter and declined slightly year over year.

Sales commission expense decreased $1.0 million in the third quarter and $3.8 million in the first nine months of 2016, reflecting declines in new sales closed.

Depreciation expense, professional fees, and production expense increased in both periods as we continue to invest in our business. We have also accelerated development of our major software platforms and therefore had an increase in capitalized software development, which reduced operating expense. For the first nine months of 2016, we capitalized $19.2 million of software development expense. In comparison, we capitalized a total of $16.4 million of software development expense in the first nine months of 2015.

Cost of revenue

Cost of revenue is our largest category of operating expense, representing about one-half of our total operating expense. Our business relies heavily on human capital, and cost of revenue includes the compensation expense for employees who produce our products and services. We include compensation expense for approximately 80% of our employees in this category.

Cost of revenue increased $1.5 million in the third quarter of 2016. Higher salary expense of $5.6 million was the largest contributor to the increase and was mainly driven by additional headcount. Higher company-sponsored benefits and software subscriptions also contributed to the growth in this category.

Partially offsetting these increases was a $3.0 million decrease in bonus expense for the third quarter of 2016, as well as an increase in capitalized software development. During the third quarter of 2016, we capitalized $6.8 million associated with software development activities, an increase from the third quarter of 2015 when we capitalized $5.0 million included in cost of revenue.

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For the first nine months of 2016, cost of revenue was up $11.1 million. Higher salary expense of $15.1 million was the largest contributor to the increase and was mainly driven by additional headcount. Higher production expense, software subscriptions, company-sponsored benefits, and professional fees also contributed to the growth in this category.

Partially offsetting these increases was a decrease in bonus expense of $7.3 million during the first nine months of 2016, as well as an increase in capitalized software development. We capitalized $19.2 million associated with software development activities in the first nine months of 2016. In comparison, we capitalized $16.4 million in the first nine months of 2015.

As a percentage of revenue, cost of revenue increased 0.6 percentage points in the third quarter and 1.9 percentage points in the first nine months of 2016.

Sales and marketing

Sales and marketing expense decreased $0.2 million in the third quarter of 2016, reflecting a $1.1 million decrease in sales commission expense partially offset by increases in advertising and marketing expense and professional fees.

For the first nine months of 2016, sales and marketing expense was down about $2.7 million. Lower sales commission expense of $3.1 million and lower bonus expense of $0.9 million were the primary contributors to the decrease. Partly offsetting these decreases was an increase in professional fees.

As a percentage of revenue, sales and marketing expense decreased 0.1 percentage points in the third quarter of 2016 and 0.5 percentage points in the first nine months of the year.

General and administrative

General and administrative expense decreased $0.2 million this quarter, mainly because of a $0.9 million decline in both rent expense and stock-based compensation expense. Bonus and travel expense also decreased during the quarter. Partially offsetting these decreases was an increase of $1.7 million in professional fees in connection with higher legal and compliance costs and other company initiatives. Compensation expense (including salaries and other company sponsored benefits) also increased $0.7 million.

For the first nine months of 2016, general and administrative expense was down $3.8 million. Bonus expense was $2.7 million lower during the first nine months of the year. Stock-based compensation expense and rent expense also decreased during the first nine months of the year. These decreases were partially offset by an increase of $2.3 million in professional fees in connection with the higher legal and compliance costs and other company initiatives.

As a percentage of revenue, general and administrative expense decreased 0.1 percentage points in the third quarter of 2016 and 0.6 percentage points in the first nine months of the year.

Depreciation and amortization

Depreciation expense rose $2.7 million this quarter, mainly driven by higher capital expenditures for computer equipment and incremental capitalized software development costs from the prior year. Intangible amortization expense decreased $1.0 million.

For the first nine months of 2016, depreciation expense was up $6.3 million, largely driven by the same factors that contributed to growth in depreciation in the third quarter of 2016. Intangible amortization expense was down $2.1 million, as certain intangible assets from some of our earlier acquisitions are now fully amortized.

We expect that amortization of intangible assets will be an ongoing cost for the remaining lives of the assets. We estimate that aggregate amortization expense for intangible assets will be approximately $4.0 million for the remainder of 2016. These estimates may be affected by additional acquisitions, dispositions, changes in the estimated average useful lives, and foreign currency translation.

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As a percentage of revenue, depreciation and amortization expense increased 0.8 percentage points in both the third quarter and first nine months of 2016.

Consolidated Operating Income

	Three months ended September 30			Nine months ended September 30		
(in millions)	2016	2015	Change	2016	2015	Change
Operating income	$44.2	$46.2	(4.6)%	$130.9	$140.5	(6.9)%
% of revenue	22.5 %	23.7 %	(1.2) pp	22.3 %	23.9 %	(1.6) pp

Consolidated operating income decreased $2.0 million in the third quarter of 2016, as revenue increased $0.8 million and operating expense increased $2.8 million. Operating margin was 22.5%, down 1.2 percentage points compared with the third quarter of 2015.

Consolidated operating income decreased $9.6 million in the first nine months of 2016 as revenue decreased $0.8 million and operating expense increased $8.8 million. Operating margin was 22.3%, down 1.6 percentage points compared with the first nine months of 2015.

Non-Operating Income, Equity in Net Income of Unconsolidated Entities, and Effective Tax Rate and Income Tax Expense

Non-operating income

	Three months ended September 30		Nine months ended September 30	
(in millions)	2016	2015	2016	2015
Interest income	$0.4	$0.3	$1.2	$1.0
Interest expense	(0.4)	(0.1)	(0.9)	(0.5)
Gain on sale of investments, net	0.3	—	0.5	0.4
Other income, net	1.8	1.2	4.8	0.8
Non-operating income, net	$2.1	$1.4	$5.6	$1.7

Interest income reflects interest from our investment portfolio. Interest expense mainly relates to the outstanding principal balance on the credit facility we established in 2014.

Other income, net primarily includes foreign currency exchange gains and losses resulting from U.S. dollar denominated short-term investments held in non-U.S. jurisdictions.

Equity in net income of unconsolidated entities

	Three months ended	Nine months ended

(in millions)	September 30 2016	2015	September 30 2016	2015
Equity in net income of unconsolidated entities	$0.4	$0.5	$0.7	$1.5

Equity in net income of unconsolidated entities primarily reflects our interest in Morningstar Japan K.K.

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Effective tax rate and income tax expense

	Three months ended September 30		Nine months ended September 30	
(in millions)	2016	2015	2016	2015
Income before income taxes and equity in net income of unconsolidated entities	$46.3	$47.6	$136.5	$142.2
Equity in net income of unconsolidated entities	0.4	0.5	0.7	1.5
Net income attributable to noncontrolling interest	—	—	—	(0.2)
Total	$46.7	$48.1	$137.2	$143.5
Income tax expense	$16.5	$14.6	$46.5	$48.2
Effective tax rate	35.3 %	30.4 %	33.9 %	33.6 %

Our effective tax rate in the third quarter and for the first nine months of 2016 was 35.3% and 33.9%, a respective increase of 4.9 and 0.3 percentage points compared with the same periods a year ago. During the third quarter of 2015, we recognized additional tax benefits for credits and incentives. We also recognized a deferred tax asset for net operating losses for certain of our foreign operations that we expect will be utilized over time based upon recent financial performance and forecasted taxable income. Both of these items reduced our effective tax rate in the third quarter of 2015.

Liquidity and Capital Resources

As of September 30, 2016, we had cash, cash equivalents, and investments of $265.1 million, an increase of $16.5 million compared with $248.6 million as of December 31, 2015. The increase reflects cash provided by operating activities and $25.0 million of net borrowings under our credit facility. These items were partially offset by $38.8 million used to repurchase common stock through our share repurchase program, $32.2 million used for acquisitions and purchases of minority investments, $47.5 million of capital expenditures, $28.5 million of dividends paid.

Cash provided by operating activities is our main source of cash. In the first nine months of 2016, cash provided by operating activities was $143.2 million, reflecting $145.2 million of net income, adjusted for non-cash items and offset by $2.0 million in negative changes from our net operating assets and liabilities, which included bonus payments of $50.0 million.

In March 2016, we increased our single-bank revolving credit facility in the United States, which we intend to use for general corporate purposes, from $75.0 million to $100.0 million. We had an outstanding principal balance of $60.0 million as of September 30, 2016, leaving borrowing availability of $40.0 million. In connection with the closing of the PitchBook acquisition, we intend to fund this transaction by increasing the principal amount available for borrowing under our revolving credit facility to $300.0 million and extending the term of this facility to three years.

We believe our available cash balances and investments, along with cash generated from operations and our line of credit, will be sufficient to meet our operating and cash needs for at least the next 12 months. We invest our cash reserves in cash equivalents and investments. We maintain a conservative investment policy. We invest a portion of our investment balance (approximately $29.7 million, or 65% of our total investments balance as of September 30, 2016) in stocks, bonds, options, mutual funds, money market funds, or exchange-traded products that replicate the model portfolios and strategies created by Morningstar. These investment accounts may also include exchange-traded products where Morningstar is an index provider.

Approximately 20% of our cash, cash equivalents, and investments balance as of September 30, 2016 was held by our operations in the United States, down from about 26% as of December 31, 2015. We do not expect to repatriate earnings from our international subsidiaries in the foreseeable future. We have not recognized deferred tax liabilities for the portion of the outside basis differences (including unremitted earnings) relating to international subsidiaries because the investment in these subsidiaries is considered permanent in duration. It is not practical to quantify the deferred tax liability associated with these outside basis differences.

We intend to use our cash, cash equivalents, and investments for general corporate purposes, including working capital and funding future growth.

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In September 2016, our board of directors approved a regular quarterly dividend of 22.0 cents per share payable on October 28, 2016 to shareholders of record as of October 11, 2016. We paid a quarterly dividend of approximately $9.5 million on October 28, 2016.

In December 2015, our board approved a $300.0 million increase to our share repurchase program, bringing the total amount authorized under the program to $1.0 billion. We may repurchase shares from time to time at prevailing market prices on the open market or in private transactions in amounts that we deem appropriate. In the first nine months of 2016, we repurchased a total of 0.5 million shares for $38.8 million. As of September 30, 2016, we have repurchased a total of 9.9 million shares for $662.3 million. The company had approximately $337.7 million available for future repurchases as of September 30, 2016.

We expect to continue making capital expenditures in 2016, primarily for computer hardware and software, internally developed software, and leasehold improvements for new and existing office locations.

Consolidated Free Cash Flow

As described in more detail above, we define free cash flow as cash provided by or used for operating activities less capital expenditures.

	Three months ended September 30			Nine months ended September 30		
(in millions)	2016	2015	Change	2016	2015	Change
Cash provided by operating activities	$60.4	$75.6	(20.1)%	$143.2	$188.6	(24.1)%
Capital expenditures	(18.1)	(12.3)	47.2 %	(47.5)	(39.9)	19.0 %
Free cash flow	$42.3	$63.3	(33.2)%	$95.7	$148.7	(35.6)%

We generated free cash flow of $42.3 million in the third quarter of 2016, a decrease of $21.0 million compared with the third quarter of 2015. The change reflects a $15.2 million decrease in cash provided by operating activities as well as a $5.8 million increase in capital expenditures.

In the first nine months of 2016, we generated free cash flow of $95.7 million, a decrease of $53.0 million compared with free cash flow of $148.7 million in the same period of 2015. The decrease reflects a $45.4 million decrease in cash provided by operating activities as well as a $7.6 million increase in capital expenditures.

Application of Critical Accounting Policies and Estimates

We discuss our critical accounting policies and estimates in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission (SEC) on February 26, 2016. We also discuss our significant accounting policies in Note 2 of our Audited Consolidated Financial Statements included in our Annual Report.

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Rule 10b5-1 Sales Plans

Our directors and executive officers may exercise stock options or purchase or sell shares of our common stock in the market from time to time. We encourage them to make these transactions through plans that comply with Exchange Act Rule 10b5-1(c). Morningstar will not receive any proceeds, other than proceeds from the exercise of stock options, related to these transactions. The following table, which we are providing on a voluntary basis, shows the Rule 10b5-1 sales plans entered into by our directors and executive officers that were in effect as of October 15, 2016:

Name and Position	Date of Plan	Plan Termination Date	Number of Shares to be Sold under the Plan	Timing of Sales under the Plan	Number of Shares Sold under the Plan through October 15, 2016	Projected Beneficial Ownership (1)
Steve Kaplan Director	4/28/2016	12/31/2016	6,000	Shares to be sold under the plan on specified dates	—	46,818
David Williams Head of Design	8/16/2016	12/31/2017	3,800	Shares to be sold under the plan if the stock reaches specified prices	—	40,727

During the third quarter of 2016, the previously disclosed Rule 10b5-1 sales plans for David Williams completed in accordance with its terms.

(1) This column reflects an estimate of the number of shares each identified director and executive officer will beneficially own following the sale of all shares under the Rule 10b5-1 sales plan. This information reflects the beneficial ownership of our common stock on September 30, 2016, and includes shares of our common stock subject to options that were then exercisable or that will have become exercisable by November 29, 2016 and restricted stock units that will vest by November 29, 2016. The estimates do not reflect any changes to beneficial ownership that may have occurred since September 30, 2016. Each director and executive officer identified in the table may amend or terminate his Rule 10b5-1 sales plan and may adopt additional Rule 10b5-1 plans in the future.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our investment portfolio is actively managed and may suffer losses from fluctuating interest rates, market prices, or adverse security selection. These accounts may consist of stocks, bonds, options, mutual funds, money market funds, or exchange-traded products that replicate the model portfolios and strategies created by Morningstar. These investment accounts may also include exchange-traded products where Morningstar is an index provider. As of September 30, 2016, our cash, cash equivalents, and investments balance was $265.1 million. Based on our estimates, a 100 basis-point change in interest rates would not have a material effect on the fair value of our investment portfolio.

We are subject to risk from fluctuations in foreign currencies from our operations outside of the United States. To date, we have not engaged in currency hedging, and we do not currently have any positions in derivative instruments to hedge our currency risk.

The table below shows our exposure to foreign currency denominated revenue and operating income for the nine months ended September 30, 2016:

	Nine months ended September 30, 2016			
(in millions, except foreign currency rates)	Euro	British Pound	Australian Dollar	Other Foreign Currencies
Currency rate in U.S. dollars as of September 30, 2016	1.1212	1.2971	0.7636	—
Percentage of revenue	5.3 %	7.8 %	4.0 %	9.4 %
Percentage of operating income (loss)	9.1 %	1.2 %	3.3 %	(6.9)%
Estimated effect of a 10% adverse currency fluctuation on revenue	$(3.0)	$(7.4)	$ (1.8)	$ (4.8)
Estimated effect of a 10% adverse currency fluctuation on operating income (loss)	$(1.1)	$(0.2)	$ (0.3)	$ 1.5

The table below shows our net investment exposure to foreign currencies as of September 30, 2016:

	As of September 30, 2016			
(in millions)	Euro	British Pound	Australian Dollar	Other Foreign Currencies
Assets, net of unconsolidated entities	$77.6	$128.8	$ 74.4	$ 153.3
Liabilities	32.7	33.8	51.1	58.1
Net currency position	$44.9	$95.0	$ 23.3	$ 95.2
Estimated effect of a 10% adverse currency fluctuation on equity	$(4.5)	$(9.5)	$ (2.3)	$ (9.5)

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Item 4. Controls and Procedures

(a) Evaluation and Disclosure Controls and Procedures

Disclosure controls and procedures are designed to reasonably assure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 (Exchange Act) is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to reasonably assure that information required to be disclosed in the reports filed under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act of 1934, as of September 30, 2016. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported as and when required and is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART 2. OTHER INFORMATION

Item 1. Legal Proceedings

We incorporate by reference the information regarding legal proceedings set forth in Note 10, Contingencies, of the Notes to our Unaudited Condensed Consolidated Financial Statements contained in Part 1, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A—Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities*

The following table presents information related to repurchases of common stock we made during the three months ended September 30, 2016:

Period:	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs (1)	Approximate dollar value of shares that may yet be purchased under the programs (1)
Cumulative through June 30, 2016	9,880,917	$ 67.00	9,880,917	$ 337,736,737
July 1, 2016 - July 31, 2016	—	—	—	$ 337,736,737
August 1, 2016 - August 31, 2016	—	—	—	$ 337,736,737
September 1, 2016 - September 30, 2016	—	—	—	$ 337,736,737
Total	9,880,917	$ 67.00	9,880,917	

* Subject to applicable law, we may repurchase shares at prevailing market prices directly on the open market or in privately negotiated transactions in amounts that we deem appropriate.

(1) We have an ongoing authorization, originally approved by our board of directors in September 2010, and subsequently amended, to repurchase up to $1.0 billion in shares of our outstanding common stock. The authorization expires on December 31, 2017.

Item 6. Exhibits

Incorporated by reference to Exhibit Index included herewith.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		MORNINGSTAR, INC.
Date: October 28, 2016	By:	/s/ Stéphane Biehler
		Stéphane Biehler Chief Financial Officer

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EXHIBIT INDEX

Exhibit No	Description of Exhibit
3.2	By-laws of Morningstar, Inc., as in effect on September 30, 2016, are incorporated by reference to Exhibit 3.2.1 to our Current Report on Form 8-K that we filed with the SEC on October 4, 2016.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from Morningstar, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the SEC on October 28, 2016 formatted in XBRL: (i) Unaudited Condensed Consolidated Statements of Income, (ii) Unaudited Condensed Consolidated Statements of Comprehensive Income (iii) Unaudited Condensed Consolidated Balance Sheets, (iv) Unaudited Condensed Consolidated Statement of Equity, (v) Unaudited Condensed Consolidated Statements of Cash Flows and (vi) the Notes to Unaudited Condensed Consolidated Financial Statements

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